

**A RESOLUTION
BY FINANCE/EXECUTIVE COMMITTEE**

A RESOLUTION OF THE CITY OF ATLANTA, GEORGIA, TO PROVIDE FOR THE APPROVAL OF THE FINAL TERMS OF THE CITY OF ATLANTA TAX ALLOCATION BONDS (EASTSIDE PROJECT), SERIES 2005, IN THE AGGREGATE PRINCIPAL AMOUNT OF \$[] INCLUDING ANNUAL PRINCIPAL PAYMENTS, AGGREGATE PRINCIPAL AMOUNT AND INTEREST RATES PER ANNUM; AND FOR CERTAIN OTHER PURPOSES, ALL IN CONNECTION WITH THE ISSUANCE AND SALE OF THE FOREGOING DESCRIBED BONDS.

WHEREAS, the City of Atlanta, Georgia (the "City") is a municipal corporation of the State of Georgia and a "political subdivision" as defined in Chapter 44 of Title 36 of the Official Code of Georgia Annotated, as amended (the "Redevelopment Powers Law"); and

WHEREAS, the City is authorized pursuant to the Constitution of the State of Georgia and the various statutes of the State of Georgia, including specifically the Redevelopment Powers Law, to issue its tax allocation bonds in order to finance certain Redevelopment Costs, as defined in the Redevelopment Powers Law; and

WHEREAS, pursuant to Ordinance 05-O-0263 adopted on March 7, 2005 and approved by the Mayor on March 8, 2005, the City has authorized the issuance of the City's Tax Allocation Bonds (Eastside Project), Series 2005 (the "Bonds") in an aggregate principal amount not to exceed \$55,000,000; and

WHEREAS, the Bonds have been offered for sale pursuant to the terms of a Preliminary Limited Offering Memorandum, dated _____, 2005, and the Bonds have been bought by the initial purchasers thereof pursuant to a Purchase Contract, dated _____, 2005 among the City, A.G. Edwards & Sons, Inc., acting on behalf of itself and the underwriters named therein (the "Underwriters") and the purchasers thereof, and the aggregate principal amounts, annual principal payments (whether at maturity or through mandatory sinking fund redemption) and interest rates per annum have been finalized pursuant thereto; and

WHEREAS, the City desires to approve the final terms of the Bonds established pursuant to the Purchase Contract.

NOW, THEREFORE, be it resolved by the Council of the City of Atlanta, as follows:

Section 1. Authority for Resolution. This Resolution is adopted pursuant to the provisions of the Constitution and the laws of the State of Georgia.

Section 2. Findings. The City Council of the City hereby approves the terms of the Bonds as hereinafter provided:

Maturity Schedule

\$[_____]]
City of Atlanta Tax Allocation Bonds
(Eastside Project), Series 2005

Maturity Date	Principal Amount	Interest Rate	Price or Yield
	\$	%	%
\$[_____] Term Bonds due [_____] , priced at [_____] % to yield approximately [_____] %			
\$[_____] Term Bonds due [_____] , priced at [_____] % to yield approximately [_____] %			

Sinking Fund Schedule

\$[_____] Term Bonds due [_____]]

Year	Principal Amount
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* Maturity

\$[] Term Bonds due []

Year

Principal Amount

*

* Maturity

Section 3. General Authority. The proper officers, officials, agents and employees of the City are hereby authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions hereof and are further authorized to take any and all further actions and execute and deliver any and all other documents and certificates as may be necessary or desirable in connection with the issuance of the Bonds and in conformity with the purposes and intents of this Resolution.

The Mayor, or in her incapacity the Mayor Pro-Tem, and the Municipal Clerk, or in her absence or incapacity, the Deputy Clerk, are hereby authorized and directed to prepare and furnish to the purchasers of the Bonds, when the Bonds are issued, certified copies of all the proceedings and records of the City relating to the Bonds, and such other affidavits and certificates as may be required to show the facts relating to the legality and marketability of the Bonds as such facts appear from the books and records in the officers' custody and control or as otherwise known to them; and all such certified copies, certificates and affidavits, including any heretofore furnished, shall constitute representations of the City as to the truth of all statements contained therein.

Section 4. Actions Approved and Confirmed. All acts and doings of the officers of the City which are in conformity with the purposes and intents of this Resolution are in all respects approved and confirmed.

Section 5. Severability of Invalid Provision. If any one or more of the agreements or provisions herein contained shall for any reason whatsoever be held invalid, then such covenants, agreements or provisions shall be null and void and shall be deemed separable from the remaining agreements and provisions and shall in no way affect the validity of any of the other agreements and provisions hereof or of the Bonds authorized hereunder.

Section 6. Rescinding Clause. All Resolutions or parts thereof at the City in conflict with the provisions herein contained are, to the extent of such conflict, hereby superseded and rescinded.

A true copy,

ADOPTED by the Council
APPROVED by the Mayor

[____], 2005
[____], 2005

Municipal Clerk, CMC

RESOLUTION CERTIFICATION